20600



ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0076

Expires: May 31, 2005

Estimated average burden hours per response... 1

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

SEC	USE ON	ILY	Control of the Contro	
Prefix		Serial	Constitution of the consti	
DAT	E RECEI	PROC	JE:	SED
	/i	MAR	02	2004

Name of Offering ([] check if this is an amendment and name has changed, and indicate change.)

200 Units - Each Unit consists of 500 shares of Preferred Stock plus 20,000 common stock purchase warrants

Filing Under (Check box(es) that [] Rule 504 [] Rule 505 [X] Rule 506 [] Section 4(6) [] ULOE apply): Type of Filing: [] New Filing [X] Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer ([] check if this is an amendment and name has changed, and indicate change.)

Alfa International Corp.

Address of Executive Offices Number (Including Area Code) (Number and Street, City, State, Zip Code)

Telephone

The Empire State Building, 350 Fifth Avenue; Room 1103, New York, N.Y. 10118

212-563-4141

Number (Including Area C (if different from Executive	,
Brief Description of Busine	ess
•	ny. It has two operating subsidiaries: Contact Sports, Inc. and Ty-Breakers e in the business of designing, manufacturing and distributing apparel es.
Type of Business Organiz	ation
[X] corporation	[] limited partnership, already formed [] other (please specify):
[] business trust	[] limited partnership, to be formed
49 ₀₀ , specific religion (Contraction Contraction Con	Month Year
Actual or Estimated Date	of Incorporation or Organization: [0][8] [7][8] [X] Actual [] Estimated
Jurisdiction of Incorporation	on or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) [N][J]
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GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

There are no changes to Section A except that the business addresses for all parties is changed to 350 Fifth Avenue; Room 1103, New York, NY 10118

Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	[] Director [] General and Managing Partner
Full Name (Last nam	e first, if individual)	and Committee and Control and Control and Committee and Co	
Business or Residence	ce Address (Number and Stree	t, City, State, Zip Cod	de)
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	[] Director [] General and Managing Partner
Full Name (Last nam	e first, if individual)	general us consisted () year that an even man generally September (Megalik Hall Agreet Sale To Letter Hall Anderson Hall	and the second sec
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Has the issuer sold offering?	d, or does the issuer intend to s Answer also in Appendix, 0			Yes []	No [
2. What is the minimum	um investment that will be acce	pted from any individ	dual?	\$	
3. Does the offering	permit joint ownership of a singl	le unit?		Yes []	No [
directly or indirectly, connection with sales person or agent of a the name of the brok	ion requested for each person wany commission or similar remus of securities in the offering. If broker or dealer registered with er or dealer. If more than five (soker or dealer, you may set fort	uneration for solicitat a person to be listed n the SEC and/or with 5) persons to be liste	ion of purchasers in is an associated n a state or states, lis d are associated		
Full Name (Last nam	ne first, if individual) Delta Asset	t Management Co, Ll	LC	H. HOLLOWING COMPOSITION CONT. SEC. SEC. SEC. SEC. SEC. SEC. SEC. SEC	*****************
Business or Residen	ce Address (Number and Stree	et, City, State, Zip Co	de) 300 Old Country	Road,	akir-ir megacanan keperandi

Mineola, NY 11501

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1. Ent	ter the a	ggregate	e offering	g price c	of securit	ies inclu	ded in th	is offerin	g			
	4-4-1 -	mount .	alroady	old En	tor "∩" if	answer i	e "none"	or "zero	"			

Equity	\$ 4,000,000	\$ 3,815,000
Convertible Securities (including warrants) (Convertible Preferred Stock + Warrants)	\$	\$
Partnership Interests	\$ 0	\$ 0
Other (Specify).	\$ 0	\$ 0
Total	\$ 4,000,000	\$ 3,815,000
Answer also in Appendix, Column 3, if filing under ULOE.	V 4,000,000	4 0,0 10,000
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
	Number	Aggregate
	Number investors	Dollar Amount of Purchases
Accredited Investors	66	\$ 3,480,000
Non-accredited Investors	26	\$ 3,480,000
Total (for filings under Rule 504 only)	20	
•••		\$
Answer also in Appendix, Column 4, if filing under ULOE.		
information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.		
	Type of Coourity	Dollar Amount
Type of offering	Type of Security	Sold
Rule 505		\$
Regulation A		\$
Rule 504		\$
Total		_\$
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
		[X]\$ 0
Transfer Agent's Fees Printing and Engraving Costs		[X]\$ 0 [X]\$ 8,500
Legal Fees		[X]\$ 25,000
Accounting Fees		[X]\$ 30,000
Engineering Fees		[] \$ 0
Sales Commissions (specify finders' fees separately)		[X]\$ 520,000
Other Expenses (identify):Travel, Samples, Media exp., Consulting		[X]\$ 480,000
Total		[X] \$1,063,500

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

\$2,936,500

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

D. FEDERAL SIGNATURE	indring consideration group and the first section of the construction of the construct	elfanger/coll/lososcecol/depressed == hages: c
Total Payments Listed (column totals added)	[]\$:	2,936,500
Column Totals	[]\$ 531,215	[]\$2,405,285
Other (specify):Trade show expenses; Travel, advertising, production expenses – T.V., radio and print - ,Website design and implementation, Spokesperson fees for professional athletes & recording artists, media Placements, inventory & samples	[]\$ 0	[x] \$1,415,000
Working capital	[]\$ 0	[x]\$ 666,594
Repayment of indebtedness	[]\$ 31,215	[]\$ 20,000
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	[]\$ 0	[]\$ 100,000
Construction or leasing of plant buildings and facilities	[]\$ 0	[x] \$ 72,600
Purchase, rental or leasing and installation of machinery and equipment	[]\$ 0	[]\$ 41,091
Purchase of real estate	[]\$ 0	[]\$ 0
Salaries and fees 24 months – Fiscal years 2002 & 2003	Payments to Officers, Directors, & Affiliates [] \$ 500,000	Payments To Others [X] \$ 90,000

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under <u>Rule 505</u>, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of <u>Rule 502</u>.

Charles P. Kuczynski	Secretary and Director
Name of Signer (Print or Type)	Title of Signer (Print or Type)
Alfa International Corp.	Feb. 25, 2004
Issuer (Print or Type)	Signature Date
	and the control of th

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)